



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Solicitor

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0100125043

February 24, 1994

RECORDATION NO. 10058-0 FILED 1425

FEB 28 1994 - 1 40 PM

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of February 8, 1994. The primary document to which this is connected is recorded under Recordation No. 10058.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Morgan Guaranty Trust Company
of New York
60 Wall Street
New York, NY 10260

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document to which this is connected is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
150	Open Top Hopper Cars	HT	351464-351613
26	SD40-2 Diesel-Electric Locomotives		3303-3328

Handwritten signature: Carolyn [unclear]

10 B23-7 Diesel-Electric
 Locomotives

3980-3989

A fee of \$18.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated February 8, 1994, to terminate Equipment Trust Agreement with Recordation No. 10058, dated February 1, 1979, and covering 150 open top hopper cars numbered 351464-351613, 26 locomotives numbered 3303-3328, and 10 locomotives numbered 3980-3989, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

Washington, D.C. 20423

2/28/94

OFFICE OF THE SECRETARY

J. Gary Lane
General Solicitor
Norfolk & Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

S1r:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 2/28/94 at 1:40pm, and assigned
recording number(s).

10058-0

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

REGISTRATION NO. 10058-0 FILED 1425

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 1 of 1979

FEB 28 1994-1 40 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of February 1, 1979, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 1 of 1979 (the "Equipment Trust"), hereby certifies that all of the principal of the 9-1/4% Equipment Trust Certificates and any dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the ^{Vice Presidents} Trustee has caused its name to be signed hereto by one of its ~~Trust Officers~~ under its corporate seal attested by one of its Assistant Secretaries, this 8th day of February, 1994.

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as Trustee

By: _____


W. J. Hoover
Trust Officer
Vice President

ATTEST:

Cheryl Petti
Assistant Secretary

STATE OF)
)
 COUNTY OF)

On this 8th day of February, 1994, before me,
 a Notary Public, personally appeared ,
 to me personally known, who, being by me duly sworn, says he is a
 Vice President of Morgan Guaranty Trust Company
 of New York, that the seal affixed to the foregoing instrument is
 the corporate seal of said corporation, that said instrument was
 signed and sealed on behalf of said corporation by authority of
 its Board of Directors, and he acknowledged that the execution of
 the foregoing instrument was the free act and deed of said
 corporation.


 Notary Public

My commission expires:

ALISON M. LEVCHUCK
 Notary Public, State of New York
 No. 477425
 Qualified in Morgan County
 Commission Expires June 8, 1994